

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF ALABAMA )  
                       )  
                       ) ss:  
COUNTY OF TUSCALOOSA )

Randolph M. Fowler, being duly sworn, deposes and says:

1. I am a principal of Phelps, Jenkins, Gibson & Fowler, L.L.P., which firm maintains offices at 1201 Greensboro Avenue, Tuscaloosa, Alabama 35401.

2. Neither I, Phelps, Jenkins, Gibson & Fowler, L.L.P., nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Phelps, Jenkins, Gibson & Fowler, L.L.P. has represented and advised the Debtors with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Phelps, Jenkins, Gibson & Fowler, L.L.P. has agreed, to continue to represent and advise the Debtors pursuant to Section 327(e) of Title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Phelps, Jenkins, Gibson & Fowler, L.L.P. proposes, to render the following services to the Debtors: Legal.

5. Phelps, Jenkins, Gibson & Fowler, L.L.P.'s current fees arrangement is per hour and reimbursement of reasonable expenses.

6. Except as set forth herein, no promises have been received by Phelps, Jenkins, Gibson & Fowler, L.L.P. or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the

Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

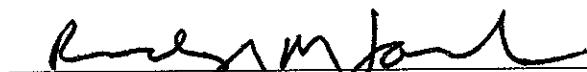
7. Phelps, Jenkins, Gibson & Fowler, L.L.P. has no agreement with any entity to share with such entity any compensation received by Phelps, Jenkins, Gibson & Fowler, L.L.P.

8. Phelps, Jenkins, Gibson & Fowler, L.L.P. and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Phelps, Jenkins, Gibson & Fowler, L.L.P. does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

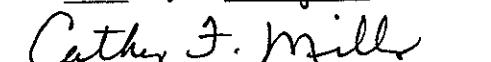
9. Neither I, Phelps, Jenkins, Gibson & Fowler, L.L.P., nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Phelps, Jenkins, Gibson & Fowler, L.L.P. is to be engaged.

10. The foregoing constitutes the statement of Phelps, Jenkins, Gibson & Fowler, L.L.P. pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
Randolph M. Fowler

Subscribed and sworn before me  
this 20<sup>th</sup> day of August, 2007.

  
Cathy F. Mills  
Notary Public

My Commission Expires: 11/2/08

#### CERTIFICATE OF SERVICE

Cathy F. Mills, Legal Assistant, hereby certifies that on August 20, 2007, she served a copy of the Legal Ordinary Course Professional of Randolph M. Fowler upon the following interested parties via first class mail:

Randolph M. Fowler, Esq.  
Phelps, Jenkins, Gibson & Fowler, L.L.P.  
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New York, NY 10017

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Attn: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, NY 10017

Dated: August 20, 2007

Cathy F. Mills

Cathy F. Mills

Phelps, Jenkins, Gibson & Fowler, L.L.P.

P. O. Box 020848

Tuscaloosa, AL 35402-0848

Telephone: (205) 345-5100

Fax: (205) 391-6658

Subscribed and sworn before me  
this 20<sup>th</sup> day of August, 2007.

Kelly Howard  
Notary Public

My Commission Expires: 3/13/10